

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. Grace & Co., et al.<sup>1</sup> ) Case No. 01-1139  
Debtors ) (Jointly Administered)

AFFIDAVIT UNDER 11 U.S.C. 327(e)  
Howard & Howard

STATE OF MICHIGAN )  
COUNTY OF OAKLAND ) ss:

Affiant, Steven C. Kohl, being duly sworn, upon his/her oath, deposes and says:

1. I am a Shareholder of Howard & Howard, located at Suite 101, 39400 Woodward Avenue, Bloomfield Hills, Michigan 48304 (the "Firm").
2. The Debtors have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. - Conn., A-1 Bit & Tool Co., Inc., Alewife Boston, Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston, Ltd., G.C. Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G. C. Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GIN Holdings, Inc., OPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B, Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Graco Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G, Inc., Grace H-G II, Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Interdenaco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

4. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

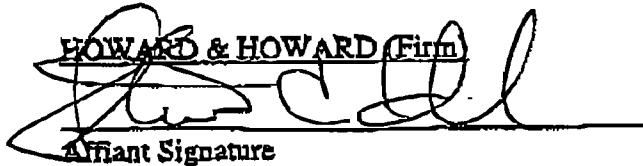
5. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors owe the Firm \$ 00.00 for prepetition services.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Executed on June 21, 2004  
[Date of Signature]

HOWARD & HOWARD (Firm)  
  
Affiant Signature

Affiant Title: Firm Counsel

Sworn to and subscribed before me this 21 day of June, 2004.

Laurie B. Gerald  
Notary Public Laurie B. Gerald  
Oakland County, MI, Acting in Oakland County  
My Commission expires: 12/23/08

(Notarization in state where signed)

**LAURIE B. GERALD  
NOTARY PUBLIC OAKLAND CO., MI  
MY COMMISSION EXPIRES Dec 23, 2008**

In Account With

# Howard & Howard

The Pinchurat Office Center, Suite 101, 39400 Woodward Avenue  
Bloomfield Hills, MI 48304-5151  
EIN: 38-2102437

Ph: (248) 645-1483  
Fax: (248) 645-1568

NO  
affidavit

April 13, 2004

W. R. Grace & Co./Remediation Group Inc.  
Attn: Mr Bill Porter  
6401 Poplar Avenue  
Suite 301  
Memphis, TN 38119

15105

Billed through 03/31/04

Bill Number 100875 - 00001 - 226926

**RECEIVED**

MAY 07 2004

Environmental Advice Motorwheel Superfund Site

**ACCOUNTS PAYABLE  
CAMBRIDGE**

**FOR PROFESSIONAL SERVICES RENDERED**

03/09/04	SCK	Telephone conference with Bill Porter; attention to return of historic file materials.	0.50 hrs
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Total Fees For This Matter	\$	142.50
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**BILLING SUMMARY:**

Steven C. Kohl	0.50 hrs	285 / hr	142.50
<b>TOTAL FEES:</b>		\$	142.50
<b>TOTAL CHARGES FOR THIS BILL:</b>		\$	142.50

<b>TOTAL BALANCE NOW DUE:</b>	\$	142.50
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**OK TO PAY**  
**RAE**

4/23/04

613 KL-721480-01-501226

✓# NEW